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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|-------------------------------------|---|
| -----X | |
| In re | : |
| | : |
| EXTENDED STAY INC., <u>et al.</u> , | : |
| | : |
| Debtors. | : |
| | : |
| -----X | |

**Chapter 11 Case No.
09-13764 (JMP)
(Jointly Administered)**

**PLAN SUPPLEMENT FOR THE DEBTORS' FIFTH AMENDED PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

In accordance with the Fifth Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 8, 2010 [Docket No. 1027] (as it may be amended, the “Plan”),¹ filed by ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), attached hereto are the following documents:

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.

| Tab | Document |
|-----|--|
| A | List of Executory Contracts and Unexpired Leases to be Assumed Pursuant to Section 11.1 of the Plan |
| B | List of Executory Contracts and Unexpired Leases to be Rejected Pursuant to Section 11.2 of the Plan |
| C | Litigation Trust Agreement (to be provided in update to Plan Supplement) |

Dated: July 1, 2010
New York, New York

/s/ Jacqueline Marcus
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Tab A

**List of Executory Contracts and Unexpired Leases
to be Assumed Pursuant to Section 11.1 of the Plan**

Tab A: Assumed Executory Contracts and Unexpired Leases

Pursuant to Section 11.1, set forth below is a list of executory contracts and unexpired leases that shall be assumed, and in certain cases assumed as modified and amended, as of the Effective Date.¹

Management Agreement, dated as of May 11, 2004, between BRE/ESA Operating Lessee Inc. and ESA Services L.L.C., as amended by First Amendment to Management Agreement, dated as of July 11, 2005, between BRE/ESA Operating Lessee Inc. and HVM L.L.C., successor by merger to ESA Services L.L.C., and Second Amendment to Management Agreement, dated as of June 11, 2007, between ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc and HVM L.L.C.

Amended and Restated Management Agreement, dated as of July 11, 2005, between BRE/ESA P Portfolio Operating Lessee Inc. and HVM L.L.C.

Second Amended and Restated Management Agreement, dated as of July 11, 2005, between BRE/TX Properties L.P. and HVM L.L.C.

Second Amended and Restated Management Agreement, dated as of July 11, 2005, between BRE/Homestead Portfolio L.L.C. and HVM L.L.C.

Second Amended and Restated Management Agreement, dated as of July 11, 2005, between BRE/HV Properties L.L.C. and HVM L.L.C.

Second Amended and Restated Management Agreement, dated as of July 11, 2005, between BRE/MSTX Property L.P. and HVM L.L.C.

Second Amended and Restated Management Agreement, dated as of July 11, 2005, between BRE/TN Properties L.L.C. and HVM L.L.C.

Management Agreement, dated as of October 25, 2005, between BRE/ESA 2005 Operating Lessee Inc. and HVM L.L.C.

Management Agreement, dated as of March 24, 2006, between BRE/ESA 2005 Operating Lessee Inc. and HVM L.L.C.

¹ Pursuant to Section 11.1 any executory contract or unexpired lease listed above or that has not been rejected by the Debtors with the approval of the Bankruptcy Court and that is not the subject of a pending motion to reject on the Confirmation Date shall be deemed to have been assumed by the applicable Debtor and assigned to NewCo or its designee, at Investor's option, as of the Effective Date.

Management Agreement, dated as of June 13, 2006, between BRE/ESA 2005 Operating Lessee Inc. and HVM L.L.C.

Management Agreement, dated as of June 29, 2006, between BRE/ESA 2005 Operating Lessee Inc. and HVM L.L.C.

Management Agreement, dated as of August 11, 2006, between BRE/ESA 2005 Operating Lessee Inc. and HVM L.L.C.

Management Agreement, dated as of July 12, 2006, among BRE/ESA Canada Operating Lessee Inc., HVM L.L.C., and HVM Canada Hotel Management ULC

Amended and Restated Management Agreement, dated as of November 16, 2005, among BRE/ESA Canada Operating Lessee Inc., HVM L.L.C., and HVM Canada Hotel Management ULC

Management Agreement, dated as of October __, 2005, between BRE/ESA Operating Lessee Inc. and HVM L.L.C.

Management Agreement, dated as of April __, 2007 between ESA 2005 Operating Lessee Inc. and HVM L.L.C.

Management Agreement, dated as of April 11, 2007 between ESA 2005 Operating Lessee Inc. and HVM L.L.C., as assigned by ESA 2005 Operating Lessee Inc. to ESA 2007 Operating Lessee Inc., pursuant to that certain Assignment and Assumption of Management Agreement, dated June 11, 2007

Management Agreement, dated as of March 27, 2007 between ESA 2005 Operating Lessee Inc. and HVM L.L.C., as assigned by ESA 2005 Operating Lessee Inc. to ESA 2007 Operating Lessee Inc., pursuant to that certain Assignment and Assumption of Management Agreement, dated June 11, 2007

G&A Expense Reimbursement Agreement, dated as of May 11, 2004, between BRE/Homestead Village L.L.C. and Homestead Village Management, LLC, as amended by: (1) First Amendment to G&A Expense Reimbursement Agreement, dated as of October 8, 2004, between BRE/Homestead Village L.L.C. and Homestead Village Management, LLC; and (2) Second Amendment to G&A Expense Reimbursement Agreement, dated as of May 11, 2005, between BRE/Homestead Village L.L.C. and HVM L.L.C., f/k/a Homestead Village Management

G&A Non-Termination Agreement, dated as of May 11, 2004, between Extended Stay Inc. and BRE/Homestead Village L.L.C.

Services Agreement, dated as of January 1, 2006, between BRE/Homestead Village L.L.C. and HVM L.L.C.

Ground Lease by and between Morelli Enterprises, LP and Boulevard, as ground lessee, dated May 14, 1997, as amended by the Amendment to Ground Lease dated May 14, 1997, the Second Amendment to Ground Lease dated September 29, 1997, the Third Amendment to Purchase Agreement dated November 10, 1997 and the Fourth Amendment of Ground Lease dated as of August 29, 2003, of which a certain Short Form Memorandum, dated January 10, 2001, was recorded in the Recorder's Office of Chester County, Pennsylvania on February 12, 2001 in Book 4895 Page 1908, and that certain Amended Short Form of Memorandum of Lease dated as of June 16, 2003 recorded in the Recorder's Office of Chester County, Pennsylvania, as assigned from Boulevard to BRE/Homestead Portfolio L.L.C. pursuant to that certain Assignment and Assumption of Lease, dated as of June 17, 2003, as modified by that certain Estoppel Certificate given by Morelli Enterprises, LP to BRE/Homestead Portfolio L.L.C. dated as of July 20, 2005

Ground Lease by and between Meadow Park Associates and Boulevard dated March 9, 1998 as amended by that certain First Amendment of Lease dated as of May 8, 1998 of which a certain Memorandum of Lease was recorded in the Recorder's Office of Hudson County, New Jersey on November 9, 2000 in Deed Book 5711 Page 295, as modified by that certain Estoppel Certificate given by Meadow Park Associates to BRE/Homestead Portfolio L.L.C. dated as of June 17, 2003 as assigned from Boulevard to BRE/Homestead Portfolio L.L.C. pursuant to that certain Assignment and Assumption of Lease, as consented to by Meadow Park Associates

Ground Lease, dated June 23, 1997, between PH Homestead LLC and Homestead Village Incorporated, as ground lessee, of which a certain Memorandum of Lease was recorded in the Recorder's Office of Clark County, Nevada on June 23, in Book 970623 as Document Nos. 1580 and 1581, as assigned from Homestead Village Incorporated to BRE/HV Properties L.L.C. pursuant to that certain Assignment and Assumption of Lease, dated as of November 20, 2001

Ground Lease Agreement and Right to Purchase by and between The City of Spartanburg and ESA Spartanburg, LLC, as ground lessee, dated March 14, 2002, as assigned to BRE/ESA P Portfolio L.L.C. pursuant to that certain Assignment of Ground Lease dated as of July 11, 2005

Master Lease dated December 5, 1997, by and between Elizabeth Metromall Urban Renewal, Inc. and Elizabeth Metromall LLC as ground lessee, recorded in the Office of the County Clerk of Union County, New Jersey, in Book 4604 page 148, as amended and restated by that certain Amended and Restated Master Lease by and between Elizabeth Metromall Urban Renewal, Inc. and Elizabeth Metromall LLC, dated June 4, 1998, recorded in the Office of the County Clerk of Union County, New Jersey in Book 4674 page 183, as amended by First Amendment to the Amended and Restated Master Lease dated December 8, 2000, as partially assigned by that certain Partial Assignment of Amended and Restated Lease dated June 4, 1998 from Elizabeth Metromall LLC to Jersey Gardens Center LLC, recorded in the Office of the County Clerk of Union County, New Jersey in Book 4674 page 212 and rerecorded in the same Office in Book 4679 page 137, a portion of such partial assignment further assigned by that certain Assignment of Partial Leasehold under Amended and Restated Master Lease dated December 8, 2000 from Jersey Gardens Center LLC to ESA 2653, Inc., recorded in the Office of the County Clerk of Union County, New Jersey in Book 5076 page 285 and as assigned to BRE/ESA Properties L.L.C. pursuant to that certain Assignment of Ground Lease dated as of July 11, 2005

Ground Lease by and between Claude A. Adams III and Studio Plus Properties, Inc., as ground lessee, dated August 28, 1995, as assigned to BRE/ESA TX Properties L.P. pursuant to that certain Ground Lease Assignment dated as of May 11, 2004

Office Lease Agreement, dated as of June 24, 2006, between ESA P Portfolio L.L.C. and Ford & Harrison, L.L.P.

Office Lease Agreement, dated as of September 5, 2006, between ESA P Portfolio L.L.C. and Holcombe, Bomar, Gunn and Bradford, P.A.

Office Lease Agreement, dated as of October 21, 2008, between ESA P Portfolio L.L.C. and Morgan Stanley & Co., Inc.

Office Lease Agreement, dated as of October 11, 2005, between ESA Spartanburg L.L.C. and Parker Poe Adams & Bernstein, L.L.P.

Amendment to Office Lease Agreement, dated as of May 30, 2006, between ESA P Portfolio L.L.C. and Parker Poe Adams & Bernstein, L.L.P.

Office Lease Agreement, dated as of July 20, 2007, between ESA P Portfolio L.L.C. and Robert Half International Inc.

Master Satellite Programming License by and between World Cinema, Inc. and HVM L.L.C., BRE/ESA Operating Lessee, Inc., BRE/ESA P Portfolio Operating Lessee, Inc., BRE/ESA 2005 Operating Lessee, Inc. dated as of April 1, 2006 and as amended by that certain Amendment dated as of September 22, 2008.

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Peachtree Corners, GA Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (North Airport – Tampa, FL Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (RTP (Durham), NC Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Fort Lauderdale, FL Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Miami Airport, FL Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Regency Brandon, FL Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Davie Plantation, FL Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (St. Petersburg/Feathersound, FL Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Fair Oaks, VA Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (BWI, MD Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Highway 70/Crabtree, NC Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Upper Broad, VA Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Merrifield, VA Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Dulles South, VA Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Germantown, MD Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Dulles North, VA Property)

Trademark License Agreement, dated as of March 23, 2010 between Homestead Village L.L.C. and HFI Acquisitions Company LLC. (Reston, VA Property)

Tab B

**List of Executory Contracts and Unexpired Leases
to be Rejected Pursuant to Section 11.2 of the Plan**

Tab B: Rejected Executory Contracts and Unexpired Leases

Pursuant to Section 11.2, set forth below is a list of executory contracts and unexpired leases that shall be rejected as of the Effective Date.¹

Lease Agreement, dated as of June 11, 2007 between ESA 2007 Operating Lessee Inc and ESA UD Properties LLC. (Findlay, OH Property)

Lease Agreement, dated as of June 11, 2007 between ESA 2007 Operating Lessee Inc and ESA UD Properties L.L.C. (Wilkes-Barre, PA Property)

Lease Agreement, dated as of October 25, 2005, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of January 1, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc.

Lease Agreement, dated as of October 4, 2005, between BRE/ESA Alaska L.L.C. and BRE/ESA 2005 Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of January 1, 2006, between BRE/ESA Alaska L.L.C. and BRE/ESA 2005 Operating Lessee Inc.

Lease Agreement, dated as of March 24, 2006, between BRE/ESA Alaska L.L.C. and BRE/ESA 2005 Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of March 24, 2006, between BRE/ESA Alaska L.L.C. and BRE/ESA 2005 Operating Lessee Inc.

Lease Agreement, dated as of June 13, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of June 13, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc.

Lease Agreement, dated as of June 29, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of June 29, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc.

Lease Agreement, dated as of August 11, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc., as amended by First Amendment to Lease

¹ Pursuant to Section 11, any executory contract or unexpired lease listed above shall be deemed to have been rejected by the applicable Debtor. Any executory contract or unexpired lease not listed above or that has not been rejected by the Debtors with the approval of the Bankruptcy Court and that is not the subject of a pending motion to reject on the Confirmation Date shall be deemed to have been assumed by the applicable Debtor and assigned to NewCo or its designee, at Investor's option, as of the Effective Date.

Agreement, effective as of August 11, 2006, between BRE/ESA Acquisition Properties L.L.C. and BRE/ESA 2005 Operating Lessee Inc.

Amended and Restated Lease Agreement, dated as of November 16, 2005, between BRE/ESA Canada Trustee Inc. and BRE/ESA Canada Properties Trust and BRE/ESA Canada Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of January 1, 2006 between BRE/ESA Canada Trustee Inc. and BRE/ESA Canada Properties Trust and BRE/ESA Canada Operating Lessee Inc.

Lease Agreement, dated as of July 12, 2006 between BRE/ESA Canada Trustee Inc. and BRE/ESA Canada Properties Trust and BRE/ESA Canada Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of July 12, 2006 between BRE/ESA Canada Trustee Inc. and BRE/ESA Canada Properties Trust and BRE/ESA Canada Operating Lessee Inc.

Amended and Restated Lease Agreement, dated as of July 11, 2005 between BRE/ESA Properties L.L.C., BRE/ESA FL Properties L.L.C., BRE/ESA MN Properties L.L.C., BRE/ESA PA Properties L.L.C., BRE/ESA TX Properties L.P., and BRE/ESA MD Properties Business Trust, and BRE/ESA Operating Lessee Inc., as amended by: (1) First Amendment to Lease Agreement, effective as of January 1, 2006 between BRE/ESA Properties L.L.C., BRE/ESA FL Properties L.L.C., BRE/ESA MN Properties L.L.C., BRE/ESA PA Properties L.L.C., BRE/ESA TX Properties L.P., and BRE/ESA MD Properties Business Trust, and BRE/ESA Operating Lessee Inc. and (2) Second Amendment to Amended and Restated Lease Agreement, dated as of June 11, 2007, among ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C., ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C., ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C., ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C., ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P., ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust, and ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc.

Lease Agreement, dated as of July 11, 2005, between BRE/ESA P Portfolio L.L.C., BRE/ESA P Portfolio TXNC Properties L.P., BRE/ESA P Portfolio MD Trust, BRE/ESA P Portfolio PA Properties L.L.C., BRE/ESA 2005-San Jose L.L.C., BRE/ESA 2005-Waltham L.L.C., BRE/ESA 2005 Portfolio L.L.C., and BRE/ESA P Portfolio Operating Lessee Inc., as amended by First Amendment to Lease Agreement, effective as of January 1, 2006 between BRE/ESA P Portfolio L.L.C., BRE/ESA P Portfolio TXNC Properties L.P., BRE/ESA P Portfolio MD Trust, BRE/ESA P Portfolio PA Properties L.L.C., BRE/ESA 2005-San Jose L.L.C., BRE/ESA 2005-Waltham L.L.C., BRE/ESA 2005 Portfolio L.L.C., and BRE/ESA P Portfolio Operating Lessee Inc.

Lease Agreement, dated as of April __, 2007 between BRE/ESA Acquisition Properties, L.L.C. and BRE/ESA 2005 Operating Lessee Inc. (San Rafael, CA Property)

Lease Agreement, dated as of April __, 2007 between BRE/ESA Acquisition Properties, L.L.C. and BRE/ESA 2005 Operating Lessee Inc. (Plains Township, PA Property)

Trademark Transfer Agreement, dated as of May 11, 2004, between Extended Stay America, Inc. and BRE/ESA Operating Lessee Inc., as assigned by Extended Stay America Inc. to BHAC Capital IV, L.L.C., pursuant to the Assignment and Assumption Agreement, dated as of May 11, 2004, as amended by First Amendment to Trademark Transfer Agreement, dated as of July 11, 2005, between BHAC Capital IV, L.L.C., successor by assignment to Extended Stay America, Inc., and BRE/ESA Operating Lessee Inc.*

Amended and Restated Trademark License Agreement, dated as of July 11, 2005, between BHAC Capital IV, L.L.C. and BRE/ESA P Portfolio Operating Lessee Inc.*

Second Amended and Restated Trademark License Agreement, dated as of July 11, 2005, between BRE/Homestead Village L.L.C. and BRE/HV Properties L.L.C.

Second Amended and Restated Trademark License Agreement, dated as of July 11, 2005, between BRE/Homestead Village L.L.C. and BRE/MSTX Property L.P.

Second Amended and Restated Trademark License Agreement, dated as of July 11, 2005, between BRE/Homestead Village L.L.C. and BRE/Homestead Portfolio L.L.C.

Second Amended and Restated Trademark License Agreement, dated as of July 11, 2005, between BRE/Homestead Village L.L.C. and BRE/TN Properties L.L.C.

Second Amended and Restated Trademark License Agreement, dated as of July 11, 2005, between BRE/Homestead Village L.L.C. and BRE/TX Properties L.P.

License Agreement, dated as of January 1, 2005, between Extended Stay Hotels L.L.C. and HVM L.L.C., as amended by Addendum Number One to License Agreement, dated as of December 30, 2009, between Extended Stay Hotels L.L.C. and HVM L.L.C.

Trademark License Agreement, dated as of July 12, 2006, between BHAC Capital IV, L.L.C. and BRE/ESA Canada Operating Lessee Inc.*

Trademark License Agreement, dated as of June 13, 2006, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of October 31, 2005, between BHAC Capital IV, L.L.C. and BRE/ESA Canada Operating Lessee Inc.*

Trademark License Agreement, dated as of October 2005, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of October 25, 2005, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of March 24, 2006, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of June 29, 2006, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of August 11, 2006, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of April __, 2007, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc.*

Trademark License Agreement, dated as of April 17, 2007, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc. (as assigned by ESA 2005 Operating Lessee, Inc. (f/k/a BRE/ESA 2005 Operating Lessee, Inc.) to ESA 2007 Operating Lessee, Inc. pursuant to the Assignment and Assumption of Trademark License Agreement, dated as of June 11, 2007).*

Trademark License Agreement, dated as of March 27, 2007, between BHAC Capital IV, L.L.C. and BRE/ESA 2005 Operating Lessee Inc. (as assigned by ESA 2005 Operating Lessee, Inc. (f/k/a BRE/ESA 2005 Operating Lessee, Inc.) to ESA 2007 Operating Lessee, Inc. pursuant to the Assignment and Assumption of Trademark License Agreement, dated as of June 11, 2007).*

Lease, dated May 11, 2004 between ESA P Portfolio L.L.C. (successor in interest to ESA Spartanburg LLC) and BHAC Capital IV LLC, as amended and assigned.

Tab C

Litigation Trust Agreement

(to be provided in update to Plan Supplement)